

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

06046630

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

SALE OF CLASS B COMMON UNITS TO HMTF GAS PARTNERS II, L.P.

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment

## A. BASIC IDENTIFICATION DATA

## 1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

REGENCY ENERGY PARTNERS LP

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201 (214) 750-1771Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
(if different from Executive Offices)

Brief Description of Business

MIDSTREAM NATURAL GAS SERVICE PROVIDER

Type of Business Organization

☐ corporation☒ limited partnership, already formed☐ business trust☐ limited partnership, to be formed☐ other (please specify):

Month

Year

0

9

0

5

Actual or Estimated Date of Incorporation or Organization:

☒ Actual ☐ EstimatedJurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)

D

E

## GENERAL INSTRUCTIONS

## Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*Filing Fee:* There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

**REGENCY GP LP**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

**REGENCY GP LLC<sup>1</sup>**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**REGENCY ACQUISITION LP<sup>2</sup>**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**HUNT, JAMES W.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**CONNORS, LAWRENCE B.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

<sup>1</sup> Regency GP LLC is the general partner of Regency GP LP, the general partner of Regency Energy Partners LP.<sup>2</sup> Regency Acquisition LP, a Delaware limited partnership ("Acquisition"), is a record owner of 10% or more of common and subordinated units of Regency Energy Partners LP. In addition, as described in that certain Schedule 13D filing dated February 9, 2006, as amended by that certain Amendment No. 1 dated March 24, 2006 and that certain Amendment No. 2 dated July 17, 2006, each of the following is considered a beneficial owner of the common and subordinated units of Regency Energy Partners LP held of record by Acquisition by virtue of its relationship to Acquisition as further explained in this sentence: Regency Holdings LLC, a Delaware limited liability company and the general partner of Acquisition ("Holdings"); HMTF Regency, L.P., a Delaware limited partnership which is the sole member of Holdings and owns all of the limited partnership interest in Acquisition ("HMTF Regency"); HMTF Regency, L.L.C., a Texas limited liability company and the general partner of HMTF Regency ("HMTF GP"); Hicks, Muse, Tate & Furst Equity Fund V, L.P., a Delaware limited partnership and the sole member of HMTF GP ("Fund V"); HM5/GP LLC, a Texas limited liability company, the general partner of Fund V (the "General Partner"); and John R. Muse, an individual and a United States citizen and the sole manager of the General Partner.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**JOHNSON, DURELL J.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**WILLIAMS, MICHAEL L.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**ARATA, STEPHEN LOUIS**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**JOOR, WILLIAM E. III**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**SUGGS, ALVIN**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**DAVIS, CHARLES M. JR.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**MONCRIEF, RICHARD D.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**FURST, JACK D.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**COLONNETTA, JOE**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**HERRING, J. EDWARD JR.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**DOWNIE, JASON H.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**FULLER, A. DEAN**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**KINCAID, ROBERT D.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**LUCE, GARY WAYNE**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**SHOWER, ROBERT W.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply:   ☐ Promoter        ☐ Beneficial Owner        ☐ Executive Officer        ☒ Director        ☐ General and/or  
Managing Partner

Full Name (Last name first, if individual)

**WINTERS, JOHN OTIS**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1700 PACIFIC AVENUE, SUITE 2900, DALLAS, TEXAS 75201**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes ☐ No ☒  
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ N/A
3. Does the offering permit joint ownership of a single unit? ..... Yes ☐ No ☒
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

NONE

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ <u>0</u>	\$ <u>0</u>
Equity .....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests <sup>3</sup> .....	\$ <u>115,000,000</u>	\$ <u>115,000,000</u>
Other (Specify _____) .....	\$ <u>0</u>	\$ <u>0</u>
Total .....	\$ <u>115,000,000<sup>4</sup></u>	\$ <u>115,000,000<sup>4</sup></u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>1</u>	\$ <u>115,000,000<sup>4</sup></u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only) .....		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/> \$ <u>0</u>
Printing and Engraving Costs .....	<input type="checkbox"/> \$ <u>0</u>
Legal Fees .....	<input type="checkbox"/> \$ <u>0<sup>5</sup></u>
Accounting Fees .....	<input type="checkbox"/> \$ <u>0<sup>5</sup></u>

<sup>3</sup> Class B Common Units convertible into Common Units on a one-to-one basis beginning February 15, 2007.

<sup>4</sup> The securities were a portion of the acquisition consideration paid to HMTF Gas Partners II, L.P. in connection with the acquisition of equity interests of TexStar GP, LLC and TexStar Field Services, L.P. The offering and sale price was calculated at \$22.23 per unit, as the ten day trading average of the Common Units into which the Class B Common Units are convertible five days prior to signing the Contribution Agreement between HMTF Gas Partners II, L.P., Regency Energy Partners LP and Regency Gas Services LP on July 12, 2006. The issuer did not receive any proceeds as a result of the issuance of these securities, but instead received the equity interests described above.

<sup>5</sup> See footnote 4. Any expenses related to the issuance of these securities were considered a part of expenses related to the acquisition.

Engineering Fees .....	<input type="checkbox"/> \$	<u>0<sup>5</sup></u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$	<u>0</u>
Other Expenses (identify) .....	<input type="checkbox"/> \$	<u>0</u>
Total .....	<input checked="" type="checkbox"/> \$	<u>0<sup>5</sup></u>

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

**\$ 115,000,000<sup>5</sup>**

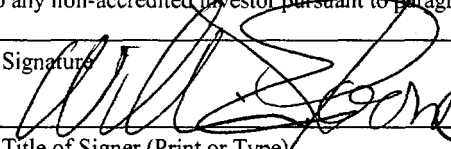
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees. ....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase of real estate. ....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>115,000,000<sup>5</sup></u>
Repayment of indebtedness .....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Working capital .....	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Other (specify): .....		
.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
.....	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>115,000,000</u>
Column Totals .....	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>115,000,000</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ <u>115,000,000<sup>5</sup></u>	



**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>REGENCY ENERGY PARTNERS LP</b>	Signature 	Date <b>AUGUST 28, 2006</b>
Name of Signer (Print or Type) <b>WILLIAM E. JOOR III</b>	Title of Signer (Print or Type) <b>EXECUTIVE VICE PRESIDENT, CHIEF LEGAL AND ADMINISTRATIVE OFFICER AND SECRETARY OF REGENCY GP LLC, THE GENERAL PARTNER OF REGENCY GP LP, THE GENERAL PARTNER OF REGENCY ENERGY PARTNERS LP</b>	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)